



Growth is never by mere  
chance; It is a result of forces  
working together.

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*Celebrating 25 Years of Production.*

# FINANCIAL SUMMARY

## 10-Year Performance

₹ in Lakhs

### CAPITAL ACCOUNT

	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14
Share Capital	69.6	69.6	139.2	139.2	139.2	139.2	417.6	417.6	417.6	417.6
Reserves	2368	2842	3237	3755	4282	5241	5716	6503	7145	8171
Borrowings	20	147	147	221	43	301	696	702	52	–
Gross Block	554	1033	1112	1295	1465	1559	1786	1936	2294	2387
Net Block	367	810	766	858	917	902	1028	1095	1308	1233

### REVENUE ACCOUNT

	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14
Profit before Depreciation & Tax	751	1054	1173	1249	1438	1870	1861	1937	1935	2722
Profit before Tax	718	1013	1050	1142	1325	1754	1751	1805	1768	2548
Profit After Tax	469	664	689	778	872	1255	1229	1285	1253	1759
Sales & Other Income	5392	7981	8390	11410	12227	17323	17903	22908	24490	27055
Earnings per Share (R)	66.98	95.43	24.74	27.96	31.31	45.07	14.71	15.38	15.01	21.06
Dividend per Share (R)	20.00	24.00	7.00	8.00	11.50	10.00	5.00	5.50	6.00	7.75#

### Note :

The face value of the Company's equity share has been reduced from ₹ 10 to ₹ 5 effective from August 7, 2006.

# Including Special interim dividend of ₹ 1.25 per share declared on February 14, 2014 on the occasion of completion of 25 years of commencements of production activities.

# ANUH PHARMA LTD.

CIN: L24230MH1960PLC011586

**Fifty-Fourth Annual Report of the Board of Directors  
with the Audited Statement of Accounts for the year ended 31st March, 2014**

<b>Board of Directors</b>	: Mr. Jasvantlal G. Shah, Chairman (DIN: 00372600) Mr. Bipin N. Shah, Managing Director (DIN: 00083244) Mr. Jayantilal P. Shah (DIN: 00083146) Mr. Lalitkumar P. Shah (DIN: 00396345) Mr. Bharat N. Shah (DIN: 00083354) Mr. Dilip G. Shah (DIN: 01989812) Mr. Arun L. Todarwal (DIN: 00020916) Mr. Sandeep M. Joshi (DIN: 00516409) Mr. G. C. Sharda (DIN: 06583340) Ms. Rajeshree T Gor (DIN: 06873519)
<b>Auditors</b>	: M/s. S.I. MOGUL & CO. Chartered Accountants (Firm Registration No. 106512W) Mumbai
<b>Bankers</b>	: BANK OF INDIA
<b>Registrars and Transfer Agents</b>	: BIGSHARE SERVICES PVT.LTD. E-2/3 Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400 072 Tel.: (022) 2847 0652 / 53
<b>Registered Office</b>	: 3-A Shivasgar Estate, North Wing, Dr. Annie Besant Road, Worli, Mumbai 400 018 Tel : (022) 6622 7575
<b>Factory</b>	: E-17/3 & 17/4 M.I.D.C., Tarapur, Boisar, Dist. Thane - 401 506
<b>R &amp; D Division</b>	: A-514, TTC Industrial Area, MIDC, Mahape, NAVI MUMBAI - 400 701

## NOTICE

FIFTY FOURTH ANNUAL GENERAL MEETING of the Members of ANUH PHARMA LIMITED will be held at 3.00 p.m. on Friday, 12th September 2014 at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 to transact the following business:

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors.
2. To appoint a Director in place of Mr. Jayantilal P. Shah (DIN: 00083146) who retires by rotation and, being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. G. C. Sharda (DIN: 06583340) who retires by rotation and, being eligible offers himself for re-appointment.
4. To appoint the auditors of the company and to fix their remuneration.
5. To declare dividend for the Financial Year 2013-14.

### SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following :  
“RESOLVED THAT Ms. Rajeshree T. Gor (DIN: 06873519), who was appointed as an Additional Director of the company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of the ensuing Annual General Meeting and being eligible for reappointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013, proposing her candidature as a Director of the Company, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”
7. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following :  
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, 2013 (corresponding to Sections 198, 269 and 309, Part I of Schedule XIII to the Companies Act, 1956) Mr. Bipin N. Shah be and is hereby reappointed as Managing Director of the Company for a period of five years with effect from 1st April, 2014 on the following terms and conditions:
  - i) Salary ₹ 1,75,000/- per month with such increments as may be decided by the Board subject to a ceiling of ₹ 5,00,000/- per month.
  - ii) Commission on net profit before Tax - at such rate as may be decided by the Board of Directors from time to time subject to a minimum of one percent (1%)

#### Part A

1. Medical Reimbursement - Expenses incurred for self and family, including dependent parents subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
2. Leave Travel Concession - For Self and family once a year incurred in accordance with the rules of the Company.
3. Personal Accident Insurance - Premium not exceeding ₹ 15,000/- p.a.
4. Entertainment Expenses - Reimbursement of entertainment expenses actually incurred in the course of business of the Company.

#### Part B

- (a) Provident Fund:  
Company's contribution subject to a ceiling as laid down by the Government from time to time.
- (b) Gratuity:  
Gratuity payable shall not exceed half a month's salary for each completed year of service and which shall be subject to the maximum amount as may be permitted under the company's rules in relation to Gratuity prevailing from time to time.

#### Part C

The Company shall provide a car with a driver and a telephone at his residence.

The Managing Director shall be entitled to earned privilege leave on full pay and allowances as per rules of the company but not more than one month's leave for every eleven months of service.

The accumulated leaves can be encashed at the end of the service.

RESOLVED FURTHER THAT anyone of the present Directors of the Company be and is hereby authorized to file the necessary documents, forms, returns with the Registrar of the Companies, Mumbai. “

8. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following :  
 “RESOLVED THAT subject to the approval of Central Government, Mr. Girikrishna Maniar, Cost Auditor who has confirmed his eligibility u/s 139 of The Companies Act, 2013 be and is hereby appointed as Cost Auditor to audit the Cost Accounting records related to Bulk Drugs of the Company for the Financial Year 2014-2015 on a remuneration of ₹ 1,10,000/- p.a. plus out of pocket expenses”  
 RESOLVED FURTHER THAT Mr. Bipin Shah, Managing Director (DIN: 00083244) or Mr. Lalit Shah, Director (DIN: 00396345) of the Company be and is hereby authorized to take all such necessary steps and actions and authorized to do all the necessary formalities and to sign and submit the necessary papers and forms with required authorities including E-Form with Registrar of Companies to give the effect of the appointment of the Cost Auditor.”
9. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following :  
 “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Arun Tadarwal, Director (DIN: 00020916) of the Company whose office is liable to retire by rotation at the Annual General Meeting as per Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to 31st March, 2019 and shall not be liable to retire by rotation under the prevailing Act.”
10. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following :  
 “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jasvantlal G. Shah, Director (DIN: 00372600) of the Company whose office is liable to retire by rotation at the Annual General Meeting as per Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 and shall not be liable to retire by rotation under the prevailing Act.”
11. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following :  
 “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dilip G Shah, Director (DIN: 01989812) of the Company whose office is liable to retire by rotation at the Annual General Meeting as per Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 and shall not be liable to retire by rotation under the prevailing Act.”
12. To consider and, if thought fit, to pass, with or without modification, as an Ordinary Resolution, the following :  
 “RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sandeep Joshi, Director (DIN: 00516409) of the Company whose office is liable to retire by rotation at the Annual General Meeting as per Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019 and shall not be liable to retire by rotation under the prevailing Act.”

For and on behalf of the Board of Directors

Sd/-

**J. G. Shah**  
*Chairman*

**Registered Office:**

3-A, Shiv Sagar Estate,  
 Dr. Annie Besant Road,  
 Worli, Mumbai - 400 018

Place: Mumbai

Date: May 23, 2014



**NOTES:**

1. The Register of Members and Share Transfer Book of the Company shall remain closed from Monday, 8th September 2014 to Friday, 12th September 2014 (both days inclusive).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.
4. Those Members who have so far not encashed their Dividend Warrants for earlier financial years may claim or approach the Company for payment, otherwise, the same will be transferred to the notified Fund as per the provision of Section 123 of the Companies Act, 2013.
5. Members are requested to notify change in address, if any, immediately to the Company at its Registered Office, quoting their Folio Numbers.
6. **The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agents of the Company and register their email-id. Members holding shares in dematerialized form are requested to contact their Depository Participant. Members may please note that notices, annual reports, etc. will be available on the Company’s website-[www.anuhpharma.com](http://www.anuhpharma.com) and the same shall also be available for inspection, during the office hours, at the Registered Office of the Company. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.**
7. **Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 54th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The instructions for e voting services will be sent separately.**
8. The relative Explanatory Statement, pursuant to Section 102 in respect of the special business set out in the accompanying Notice is annexed hereto.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 6**

Ms. Rajeshree T. Gor was appointed as an Additional Director of the company with effect from May 23, 2014 under Article 137 of the Articles of Association of the Company. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Rajeshree T. Gor holds office as a Director upto the date of the ensuing Annual General Meeting of the Company.

A notice in writing has been received from a member of the Company under Section 160 of the Companies Act, 2013 signifying her intention to propose Ms. Rajeshree T. Gor as a candidate for the office of Director of the Company. The requisite sum of ₹ 100,000/- as a deposit has been duly received from the member.

The Information required to be furnished under the Code of Corporate Governance is given hereunder:

Ms. Rajeshree T. Gor, aged 43 years, is a commerce graduate, currently the CEO of S. K. Logistics. She has more than 15 years of experience in Business Management. She has also served as the CEO of S. K. Brothers & S. K. Distributors for a term of 5 years.

She has served as a manager of SK Brothers for almost 6 years.

She is socially active and has served various socio-cultural organizations. She has also received “Mahila Sanman Puraskar” from Community & Others Groups.

She was appointed as Spoken person to give speech on various subjects at Balkanji Bari 500+ children.

Ms. Rajeshree Gor holds 300 Shares in the Company either in her name or for other persons on a beneficial basis.

**Item No. 7**

The Board of Directors of the Company at its meeting held on February 14, 2014 reappointed Mr. Bipin N. Shah as Managing Director of the Company for a period of five years with effect from April 1, 2014 subject to the approval of the Members of the Company.

The Board is of the opinion that it is in the interest of the Company that Mr. Bipin N. Shah be reappointed as the Managing Director of the Company. Hence, the Board recommends to the Members his reappointment as a Managing Director of the Company.

The terms and conditions of the appointment are:

- i) Salary ₹ 1,75,000/- per month with such increments as may be decided by the Board subject to a ceiling of ₹ 5,00,000/- per month.
- ii) Commission on net profit before Tax - at such rate as may be decided by the Board of Directors from time to time subject to a minimum of one percent (1%).

**Part A**

1. Medical Reimbursement - Expenses incurred for self and family, including dependent parents subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
2. Leave Travel Concession - For Self and family once a year incurred in accordance with the rules of the Company.
3. Personal Accident Insurance - Premium not exceeding ₹ 15,000/- p.a.
4. Entertainment Expenses - Reimbursement of entertainment expenses actually incurred in the course of business of the Company.

**Part B**

- (a) Provident Fund:

Company's contribution subject to a ceiling as laid down by the Government from time to time.

- (b) Gratuity:

Gratuity payable shall not exceed half a month's salary for each completed year of service and which shall be subject to the maximum amount as may be permitted under the company's rules in relation to Gratuity prevailing from time to time.

**Part C**

The Company shall provide a car with a driver and a telephone at his residence.

The Managing Director shall be entitled to earned privilege leave on full pay and allowances as per rules of the company but not more than one month's leave for every eleven months of service.

The accumulated leaves can be encashed at the end of the service.

**Item No. 8**

A proposal for appointment of Cost Auditor for 2014-15 was recommended by the Audit Committee to the Board. It was proposed to re-appoint Mr. Girikrishna Maniar, Cost Accountants, as Cost Auditors.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

**Item No. 9**

Mr. Arun Tadarwal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in October, 2008.

As per Section 149, 150, 152 of Companies Act, 2013 & Chapter XI of Companies (Appointment and Qualification of Directors) Rules 2014, the appointment of the Independent Director is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

Mr. Arun Tadarwal is a fellow member of the Institute of Chartered Accountants of India. He has been practicing as a Chartered Accountant since 1981. During his years of practice, he has handled various professional assignments including Statutory Audits, Internal Audits, Management and Systems Audits, Due diligences, Taxation, International Taxation, Joint Ventures, etc. He is well-versed in Tax matters and has travelled abroad on several occasions to deliver talks on Indian Taxation as well as Investment in India. Mr. Arun Tadarwal is also a member of the Institute of

Internal Auditors, National Centre for Quality Management, Bombay Management Association and Bombay Chartered Accountants Society. His vast experience has put him on panel of Auditors with the Registrar of Co-operatives Societies and the Official Liquidator, Mumbai High court.

In a short span, Arun Todarwal has gained a lot of experience and is highly accomplished in the profession of Chartered Accountancy.

**Item No. 10**

Mr. Jasvantlal G. Shah is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 1995.

As per Section 149, 150, 152 of Companies Act, 2013 & Chapter XI of Companies (Appointment and Qualification of Directors) Rules 2014, the appointment of the Independent Director is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

Mr. Jasvantlal G. Shah, is a graduate in Economics, Law and postgraduate in Business Management and fellow of Institute of Company Secretaries.

He has discharged responsibilities in senior positions in two reputed indigenous business groups as well as number of international pharmaceutical companies. He was also a Director and Vice President of Bombay Stock Exchange and presently Chairman of his family company engaged in rendering financial services. He is a trustee of few Charitable Trusts.

He is also a Director in M/s. J.G.A. Shah Sharebrokers Pvt. Ltd.

**Item No. 11**

Mr. Dilip.G Shah is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in October, 2007.

As per Section 149, 150, 152 of Companies Act, 2013 & Chapter XI of Companies (Appointment and Qualification of Directors) Rules 2014, the appointment of the Independent Director is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

Mr. Dilip.G. Shah, is graduated from premiere business School, IIM, Ahmedabad. He has 43 years of varied experience in the pharmaceutical industry. He is holding position in International Generic Pharmaceuticals Alliance (IGPA), The World Bank Generics Consultative Group as a Member, Co-chairman of the FICCI's Committee on Pharmaceuticals, Editor of Asia and India, Journal of Generic Medicines, U.K. and CEO of Vision Consulting Group, a firm specialized in Strategic planning. He is Author of "Drug Pricing in India". He was a Member of the Board of Directors of Pfizer-India for whom he worked for 30 years. He has represented Indian Pharmaceuticals industry at several international meetings & conferences.

**Item No. 12**

Mr. Sandeep Joshi is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November, 2012.

As per Section 149, 150, 152 of Companies Act, 2013 & Chapter XI of Companies (Appointment and Qualification of Directors) Rules 2014, the appointment of the Independent Director is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

Mr. Sandeep Joshi is a graduate in Chemistry from Bombay University and completed his M.B.A Degree from Poona, Symbiosis Institute of Business Management, currently holds position of Managing Director in Eurogen Pharma Pte Ltd in Singapore. He joined Lupin Laboratories Limited after training stints in Denmark (Cheminova Als) & Sweden (Supra AB).

He has more than 20 years of experience in export marketing and business development with companies in India and abroad and has built an excellent relation with major pharmaceutical companies internationally.

Mr. Sandeep Joshi has strong background of out-sourcing and business development in Life Science Industry.

He worked for some reputed Companies such as Lupin (India), Medochemie(Cyprus), Pliva (Croatia), the Nordic Group, Invent Pharma , among others.

For and on behalf of the Boad of Director

Sd/-

**J. G. Shah**  
Chairman

Place: Mumbai

Date: May 23, 2014



## DIRECTORS' REPORT

The Members,

Your directors have pleasure in placing before you the 54th Annual Report of the Company along with the Accounts for the year ended 31st March, 2014:

### FINANCIAL HIGHLIGHTS

	(₹ in Lakhs)	
Accounting Year	2013-14	2012-13
Sales	26493	24160
Other Income	562	329
Profit before interest, depreciation and taxation	2728	1939
Interest	5	4
Depreciation	175	166
Provision for taxation (net)	789	515
Profit after tax	1759	1254
Profit and Loss Account balance B/f	1560	1417
Income Tax adjustment of earlier years	24	(25)
Profit available for Appropriation	3343	2646
Transfer to General Reserve	500	500
Interim Dividend	104	Nil
Tax on Interim Dividend	18	Nil
Proposed final Dividend	544	501
Tax on proposed final Dividend	92	85
Balance carried to the Balance Sheet	2085	1560

### DIVIDEND

On the occasion of completion of 25 years of commencement of production activities, the Company had declared on 14/02/2014 and paid an Interim Dividend of ₹ 1.25 per Share i.e. 25% on the Equity shares of face value of ₹ 5/- each.

Further, for the year under review, the Directors have recommended a final Dividend of ₹ 6.50 per share i.e. @ 130% (₹ 6.00 per share i.e. @ 120% for the previous year) on Equity Shares of face value of ₹ 5/- each of the company. The total dividend outgo shall be ₹ 647.28 lakhs as compared to ₹ 501.12 lakhs during the previous year.

### OPERATIONS

The sales and operating income for the year ended 31st March 2014 amounted to ₹ 26492.79 as against ₹ 24160.49 lakhs for the previous year. Thus the turnover of the company has increased by about 9.65% as compared to last year's turnover.

During the year 2013-14 profit before tax as compared to last year has increased by 41.14% from ₹ 1805.00 lakhs to ₹ 2547.65 lakhs and profit after tax has increased by 40.33% from ₹ 1253.50 lakhs to ₹ 1758.99 lakhs

### EXPORTS

Exports for the year ended 31st March 2014 have increased by about 4.04% from ₹ 10033.86 lakhs to ₹ 10439.17 lakhs.

### CURRENT OUTLOOK

The company has planned to achieve a sales turnover of ₹ 277 crores during the current year.

### DIRECTORS

In accordance with the Articles of Association of the Company, Mr. Jayantilal P. Shah and Mr. G. C Sharda retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

The Board of Directors at their meeting held on May 23, 2014 appointed Ms. Rajeshree Gor as Additional Director pursuant to section 161 of the Companies Act, 2013 who will hold office till the date of the ensuing Annual General Meeting. The Company has received her candidature as a Director from a member pursuant to Section 160 of the said Act. Ms. Rajeshree Gor's appointment is being placed before the shareholders for their approval at the ensuing Annual General Meeting. The information required to be furnished under Clause 49 IV(G) of the Listing Agreement is given in the Notice of the 54th Annual General Meeting.

#### **LISTING ON THE STOCK EXCHANGES**

The Company's shares are listed with Bombay Stock Exchange Ltd. and the Company has paid the necessary listing fees for the Financial Year 2014-15.

#### **FIXED DEPOSITS**

The Company has not accepted or renewed any Fixed Deposits within the meaning of Section 73 of the Companies Act, 2013.

#### **PARTICULARS OF EMPLOYEES**

Particulars of employees as required u/s 134 of the Companies Act, 2013 are not annexed since there are no employees drawing remuneration of more than ₹ 60,00,000/- per annum during the year under review, if employed for full year or more than ₹ 5,00,000/- per month, if employed for part of the year.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

The Directors confirm that in the preparation of the annual accounts for the year ended 31st March 2014 -

- i) The applicable accounting standards have been followed along with proper explanations relating to material departures, if any.
- ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year viz. 31st March 2014 and of the profit or loss of the Company for the year ended on that date.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on a going concern basis.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO {SECTION 134}**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in Annexure 'A' and forming part of this report.

#### **SECRETARIAL COMPLIANCE REPORT**

Your company has appointed M/s. Sanjay Doshi & Associates, Company Secretaries, to certify the compliance of the Companies Act requirements observed by us. A copy of their Certificate is attached.

#### **COST AUDITORS**

Pursuant to the provisions of section 233B of the Companies Act, 1956 and with the prior approval of Central Government, Mr. Girikrishna S. Maniar (Fellow Membership No. 8202), practicing Cost Accountant, had been appointed to conduct audit of cost records of bulk drugs for the financial year ended 31st March, 2014. The Cost Audit Reports would be submitted to the Central Government within prescribed time.

The Cost Audit Reports for bulk drugs for the year ended 31st March, 2013 was filed with the Central Government on 26th September, 2013.

#### **AUDITORS' QUALIFICATIONS AND MANAGEMENT'S REPLY**

##### **Emphasis of Matter**

The Company has earned testing charges of ₹ 253,200 from Eskay Speciality Chemicals during financial year 2013-2014. However, the company has not obtained Central Government approval under section 297 of the Act for this transaction. Our opinion is not qualified in respect of this matter.

Management's Reply: In future Company will take due care while entering into such kind of the transactions.